

WC 06-86

FILE COPY

DOCKET FILE COPY ORIGINAL

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
Yorkville Telephone Cooperative, Inc.,)
and)
Yorkville Communications, Inc.,)
Transferors)
and)
West Kentucky Telephone Cooperative)
Corporation, Inc. and)
West Kentucky Networks, Inc. dba wk.net,)
Transferees,)
For Consent to Transfer Control pursuant to)
Section 214 of the Communications Act of 1934,)
as amended)

RECEIVED

APR 11 2006

Federal Communications Commission
Office of Secretary

File No. _____

**JOINT APPLICATION FOR TRANSFER OF CONTROL OF
DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO
THE COMMISSION'S STREAMLINED PROCESSING RULES**

Yorkville Telephone Cooperative, Inc. ("YTC") and Yorkville Communications, Inc. ("YCI") (collectively, "Transferors"), and West Kentucky Rural Telephone Cooperative Corporation, Inc. ("WKT") and West Kentucky Networks, Inc. dba wk.net ("WKN") (collectively, "Transferees") (all parties collectively "Applicants") hereby respectfully request authorization to assign certain telecommunications assets, including domestic and international Section 214 authorizations, from YTC to WKT, and from YCI to WKN, respectively, in the context of related asset purchase agreements. Applicants seek streamlined processing of these requests pursuant to sections 63.04 and 63.24 of the Commission's Rules. This Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

Background

Transferor Applicant YTC is a cooperative rural local exchange carrier ("LEC") providing local exchange and exchange access service to approximately 1800 access lines in rural portions of Dyer, Gibson and Obion Counties in West Tennessee. YTC also provides cellular service within portions of its telephone exchange service area in Dyer, Gibson and Obion Counties, Tennessee, pursuant to Radio Station License KNKQ263. YTC wholly owns Transferor Applicant YCI, which provides intrastate, interstate and international long distance services, as well as cellular service in Henry and Weakley Counties, Tennessee pursuant to Radio Station License KNKQ279. YCI also provides unregulated internet services within the area served by its LEC parent.

Transferee Applicant WKT is a cooperative rural LEC providing local exchange and exchange access service to approximately 18,000 access lines in rural portions of Calloway, Carlisle, Graves, Hickman, Marshall and McCracken Counties, Kentucky, and in Henry and Weakley Counties, Tennessee. Its wholly owned subsidiary, WKN, provides intrastate, interstate and international long distance services to the LEC service area of its parent, as well as unregulated internet services.

The consummation of the transactions contemplated pursuant to this Application will result in the continued provision of LEC services to current members of YTC as new members of WKT, as well as the uninterrupted provision of long distance and other existing services through WKN. Applicants have informed YTC members and YCI customers of the proposed transactions, will continue to keep the public informed to ensure that the transition proceeds smoothly.

The proposed transaction is entitled to streamlined treatment pursuant to section 63.03(b)(2)(iii) of the Commission's Rules because it would result in Transferee having a market share in the interstate, interexchange market of less than 10%; Transferee and affiliates having fewer than two (2) percent of the subscriber lines installed in the aggregate nationwide; and the transaction would result in no new overlapping or adjacent dominant service areas.

Transfer of Control of International Section 214 Authorization

Applicant YCI resells switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-200000110-00009. In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors:

York Telephone Cooperative, Inc.
2 Nebo-Yorkville Road
PO Box 8
Yorkville, TN 38389
(731) 643-6121

Yorkville Communications, Inc.
2 Nebo-Yorkville Road
PO Box 8
Yorkville, TN 38389
(731) 643-6121

Transferees:

West Kentucky Rural Telephone Cooperative Corporation, Inc.
237 N. 8th Street
PO Box 649
Mayfield, Kentucky 42066
(270) 674-1000

West Kentucky Networks, Inc. dba wk.net
237 N. 8th Street
PO Box 649
Mayfield, Kentucky 42066
(270) 674-1000

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized

Transferors YTC and YCI are organized under the laws of the State of Tennessee. Transferees WKT and WKN are organized under the laws of the Commonwealth of Kentucky.

(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed

For each of YTC and YCI:

Kenneth Hassell
President
Yorkville Telephone Cooperative, Inc.
2 Nebo-Yorkville Road
PO Box 8
Yorkville, TN 38389
(731) 643-6121

For each of WKT and WKN:

Jerry Stephenson
President
West Kentucky Rural Telephone Cooperative Corporation, Inc.
237 N. 8th Street
PO Box 649
Mayfield, Kentucky 42066
(270) 674-1000

With copies for each applicant to:

Sylvia Lesse
Communications Advisory Counsel LLC
2154 Wisconsin Avenue, NW
Washington, DC 20007
Tel. (202) 333-5273
Fax (202) 333-5274

(4) Statement as to whether the applicant had previously received authority under Section 214 of the Act.

Applicant WKT owns 100% of the equity interest in Applicant WKN. WKN holds global switched resale authority under Section 214 pursuant to a grant under File No. ITC-214-19981123-00814. Other than the YCI Section 214 authorization which is the subject of this application, no other applicant has applied for or holds any Section 214 authorization.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities:

Transferor YCI is the wholly-owned subsidiary of Transferor YTC, a Tennessee cooperative organization. No single member of YTC holds directly or indirectly an interest of ten percent or more. Transferee WKN is a wholly-owned subsidiary of Transferee WKT, a Kentucky cooperative organization. No single member of WKN holds directly or indirectly an interest of ten percent or more, nor will any member hold ten percent or more after consummation of the proposed transaction.

(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.

WKT certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.

WKT certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which WKT or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

(10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

WKT and its affiliates certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(11) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(12) Qualification for streamlined processing.

This application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a public sale which would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

Transfer of Control of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, applicants submit information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

(1) Description of the transactions

Applicants YTC, WKT and WKN have entered into an agreement whereby YTC will sell all assets related to the provision of local exchange and exchange access services to WKT, and all assets related to the provision of wireless telecommunications services and to WKN. In addition, Applicant YCI has entered into an agreement contemplating the sale of all of its operating assets, including those related to wireless, long distance and information services, to Applicant WKN. The asset sale agreements contemplate simultaneous closings.

Upon consummation of the proposed transactions, the former members/local exchange subscribers of YTC will become members/subscribers of WKT, initially receiving services under the same rates, terms and conditions as are currently in force for those exchanges. Similarly, all former customers of YCI will become customers of WKN, receiving the same services initially without modification of current rates, terms or conditions. Following consummation, YCI and YTC will wind up their respective affairs and dissolve.

(2) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

The counties within which YTC and WKT provide local exchange service are listed above. Maps of the YTC and WKT local exchange service territories are appended to this Application as Attachment 1.

YTC also provides wireless services within Dyer, Obion and Gibson Counties, Tennessee, while its affiliate, YCI, provides wireless services within Henry and Weakley Counties, Tennessee.¹ YCI also provides interexchange services to customers residing within the local exchange service territory of its parent, YTC, as well as internet services within the same region.

WKN provides interexchange and internet services to customers residing within the local exchange service territory of its parent, WKT.

No Applicant or affiliate of an Applicant provides competitive telephone exchanges services or competitive exchange access service.

(3) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment

The instant Application is entitled to streamlined processing under Section 63.03(b)(2)(iii) of the Commission's Rules because (a) applicants YTC and WKT are local exchange carriers that collectively serve fewer than two (2) percent of the nation's subscriber lines, and there are no new overlapping or adjacent dominant service areas arising as a result of the proposed transactions;² and (b) the proposed transfer would result in WKN, after absorbing YCI's customer base, having a market share in the interstate, interexchange market

¹ WKT currently provides LEC services to portions of these counties and it is assumed, for purposes of this application, that the cellular service area of YCI overlaps some portion of the LEC service territory of WKT.

² As noted, existing YCI cellular service are coextensive with portions of WKT local exchanges service areas.

of less than 10 percent, and neither transferee WKT nor its affiliates provide any competitive telephone exchanges services or exchange access services.

YTC and WKT are rural incumbent telephone companies, as these are defined in Section 64.1902 of the Commission's Rules. Together, these companies serve far fewer than two percent of subscriber lines installed in the aggregate nationwide, and have no overlapping service areas. Applicant telephone companies together serve approximately 19,800 access lines in rural portions of central Tennessee and Kentucky. This comprises a minute fraction of the 180,000,000 access lines in the nation. *See Federal Communications Commission: Trends in Telephone Service, April 2005 (Table 8.1, End-User Switched Access Lines as of June, 2004).*

Further, Applicants' telephone service territories are neither overlapping nor adjacent. *See local exchange service territory maps appended as Attachment 1.* To the extent that some overlap of wireless and wireline service territory would exist upon consummation of the proposed transaction, the existence of vigorous wireless competition eliminates any concern regarding competitive impact.³

No party to this Application is affiliated with a facilities-based domestic toll carrier. All domestic toll services are offered through the resale of the services of unaffiliated, facilities-based exchange carriers. Both before and after the proposed transaction, WKN will serve less than one percent (1.0%) of the interstate, interexchange market.

The proposed transaction will have no perceptible effect on competition because the Applicants' subsidiaries; markets are individually and collectively so small. Grant of streamlined treatment for this Application is consistent with Commission precedent.

(4) Identification of all other Commission applications related to the same transaction

At or about the time that this Application is being submitted, Applicants will apply to transfer the control of two cellular radio licenses to WKN: from YTC, Radio Station license KNKQ263, and from YCI, Radio Station license KNKQ279.

³ According to the FCC's database, Henry and Weakley Counties, Tennessee are also provided wireless services by Verizon Wireless Tennessee Partnership (Radio Station KNKN574), Orange Licenses Holding, LLC (Radio Stations KNKQ261 and KNKQ262). The FCC's database also shows Henry County is served by WirelessCo LP (Radio Station KNLF283), New Cingular Wireless PCS, LLC (Radio Station KNLF286), T-Mobile License LLC (Radio Station KNLF981), Verizon Wireless Tennessee Partnership (Radio Station KNLH414), Powertel Memphis Licenses, Inc. (Radio Station KNLH415) and Blue Licenses Holding, LLC (Radio Station WPOI256). In addition, the FCC's database also indicates that Weakley County, Tennessee is served by Powertel Memphis Licenses (Radio Station KNLF255), Blue Licenses Holding, LLC (Radio Station KNLH414), Blue Licenses Holding, LLC (Radio Station WPOI212), Orange Licenses Holding, LLC (Radio Station KNLG615), Cellular South Licenses, Inc. (Radio Station KNLH356), and Sprintcom, Inc. (Radio Station KNLH 412).

(5) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

No party is seeking special consideration of this Application.

(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(7) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

WKT and WKN have the technical, financial and managerial capabilities to provide quality service to current YTC and YCI customers. Because the contemplated transition will not result in any service interruption, and because existing WKT and WKN customers initially will receive service at the same rates, terms and conditions service as they currently receive, the transaction will be virtually transparent to customers.


The proposed transaction will allow for improvement and expansion of telecommunications services within existing service areas, as well as the payoff of existing debt. The transaction will also enable existing customers of both rural companies to experience the benefit of efficiencies in operations which the consolidation promises.

Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission grant the requested on a streamlined basis.

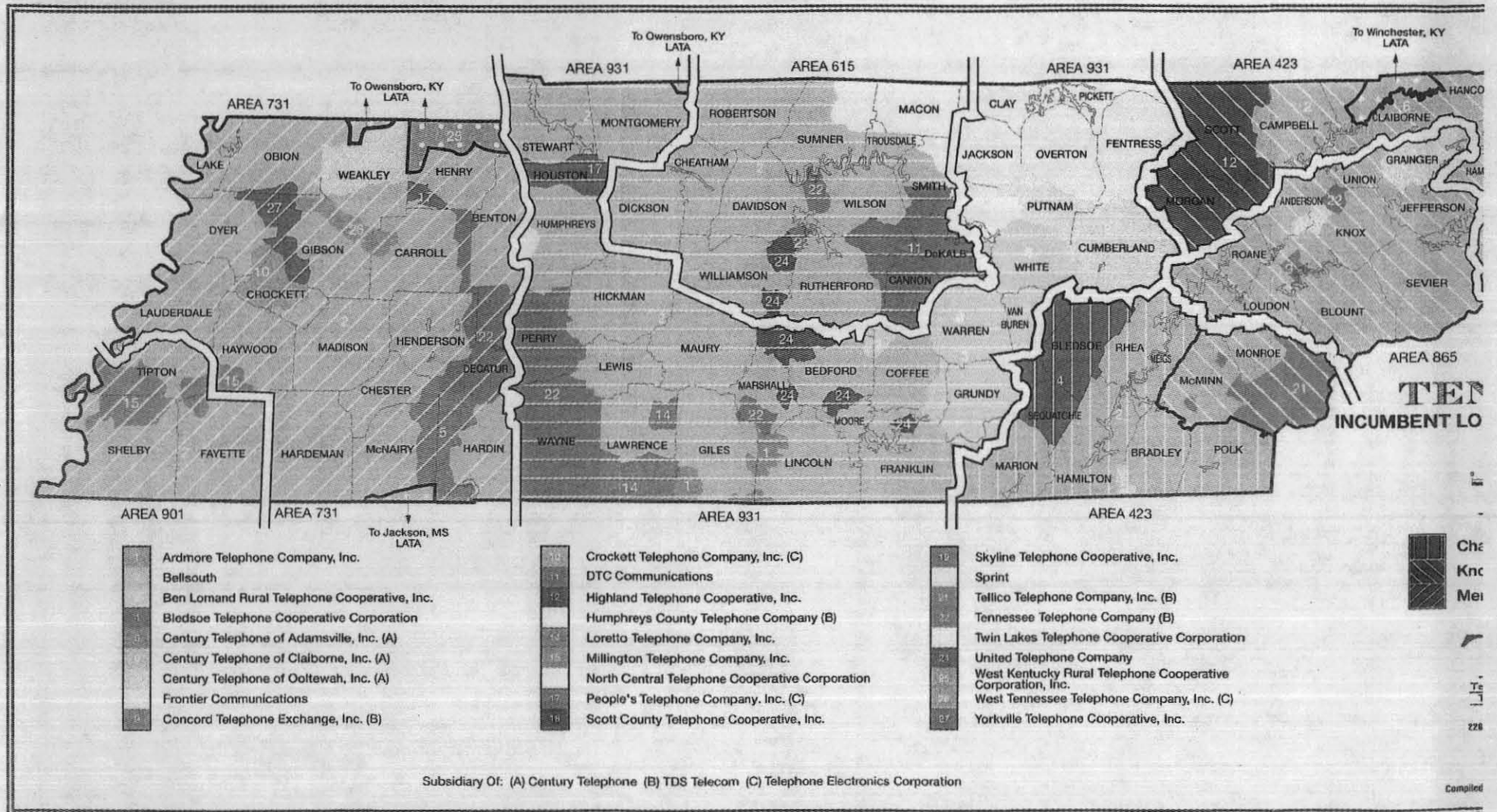
Respectfully submitted,

YORKVILLE TELEPHONE COOPERATIVE, INC.
YORKVILLE COMMUNICATIONS, INC.
WEST KENTUCKY RURAL TELEPHONE
COOPERATIVE CORPORATION, INC.
WEST KENTUCKY NETWORKS, INC.
d/b/a wk.net

By: 
Sylvia Lesse
Their Counsel

Communications Advisory Counsel, LLC
2154 Wisconsin Avenue, NW
Washington, DC 20007
(202) 333-5273
Date: April 11, 2006

ATTACHMENT 1
PAGE 1 OF 2



KENTUCKY

April, 2000

ALLTEL Communications

Ballard Telephone Cooperative

BellSouth Telecommunications

Brandenburg Telephone Company

Cincinnati Bell Telephone

Coalfields Telephone Company

Duo County Telephone Cooperative

Foothills Telephone Cooperative

ALLTEL Communications

Highland Telephone Cooperative

Logan Telephone Cooperative

Mountain Telephone Cooperative

North Central Telephone Cooperative

Peoples Rural Telephone Cooperative

South Central Rural Telephone Cooperative

TDS Telecom - Hyden

TDS Telecom - Lewisport

TDS Telecom - Salem

Thacker-Grisby Telephone Company

West Kentucky Telephone Cooperative

AREA
CODES

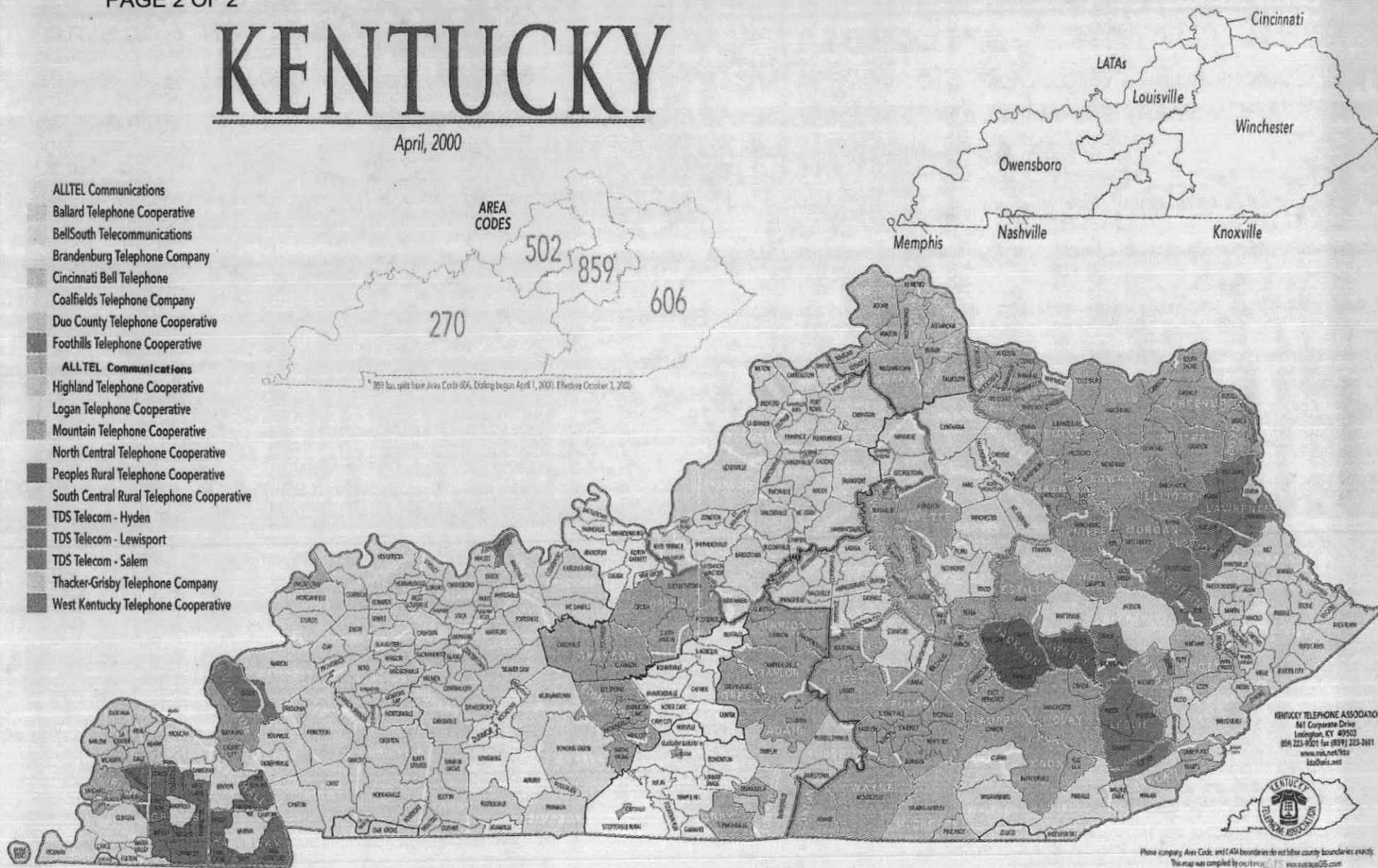
502

859

606

270

* 859 has split from Area Code 606. Dialing began April 1, 2001. Effective October 1, 2003.



KENTUCKY TELEPHONE ASSOCIATION
861 Corporate Drive
Lexington, KY 40502
(502) 223-9671 Fax (502) 223-2461
www.kta.net/kts
kts@kts.net



Phone company, Area Code, and LATA boundaries do not follow county boundaries exactly.
This map was compiled by our service. © 2000. www.kts.net/kts
with GIS data provided by the Kentucky Public Service Commission.

DECLARATION OF KENNETH HASSELL

I, Kenneth Hassell, President of Yorkville Telephone Cooperative, Inc. ("YTC") and President of its wholly-owned subsidiary, Yorkville Communications, Inc. ("YCI"), do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES," and the information contained therein regarding YTC and YCI is true and accurate to the best of my knowledge, information, and belief.

Date 4/10/06




Kenneth Hassell

Kenneth Hassell
President, Yorkville Telephone Cooperative, Inc.
and
President, Yorkville Communications, Inc.

DECLARATION OF JERRY STEPHENSON

I, Jerry Stephenson, President of West Kentucky Rural Telephone Cooperative Corporation, Inc. ("WKT"), do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES," and the information contained therein regarding WKT is true and accurate to the best of my knowledge, information, and belief.

Date 4/10/06



Jerry Stephenson
President
West Kentucky Rural Telephone
Cooperative Corporation, Inc.

DECLARATION OF ANTHONY GOODMAN

I, Anthony Goodman, President of West Kentucky Networks, Inc. dba wk.net ("WKN"), do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES," and the information contained therein regarding WKN is true and accurate to the best of my knowledge, information, and belief.

Date 4/10/06



Anthony Goodman
President
West Kentucky Networks, Inc.
dba wk.net

CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this eleventh day of April, 2006, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR TRANSFER OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES" to the following:

The Hon. Phil Bredesen
Office of the Governor
Tennessee State Capitol
Nashville, TN 37243

US Department of Defense
Assistant Secretary of Defense for C31
100 Defense Pentagon, Room 3E712
Washington, DC 20301-1000

US Department of State
EB/CIP/SCA
Room 4826
2001 C Street, NW
Washington, DC 20520

*Denise Coca
Wireline Competition Bureau
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

*George Li
*Joann Ekblad
International Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

*Via e-mail



Sylvia Lesse

File Copy

RECEIVED APR 11 2006

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Sylvia Lesse		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 2154 Wisconsin Avenue, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)333-5273		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0010900918		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Yorkville Telephone Cooperative, Inc.			
(14) STREET ADDRESS LINE NO. 1 2 Nebo-Yorkville Road			
(15) STREET ADDRESS LINE NO. 2 PO Box 8			
(16) CITY Yorkville		(17) STATE TN	(18) ZIP CODE 38389
(19) DAYTIME TELEPHONE NUMBER (include area code) (731)843-8121		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0001-7750-89		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Sylvia Lesse</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Sylvia Lesse</u>		DATE <u>4/11/06</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <u>X</u> DISCOVER _____			
ACCOUNT NUMBER <u>[REDACTED]</u>		EXPIRATION DATE <u>[REDACTED]</u>	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <u>Sylvia Lesse</u>		DATE <u>4/11/06</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)